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20389
RECORDATION NO. FILED 1424

DEC 3 1996 11:34 AM

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 3 11 34 AM '96

December 2, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease Agreement, dated as of October 11, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

- Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202
- Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is:

100 railcars bearing reporting marks and road numbers CHTT 286000 through CHTT 286099.

Mr Vernon A. Williams
December 2, 1996
Page 2

Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

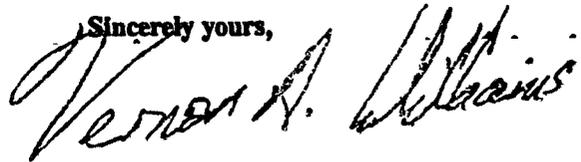
12/3/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW, Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/3/96 at 11:35AM, and assigned recordation number(s). 20389, 20270-D.

Sincerely yours,

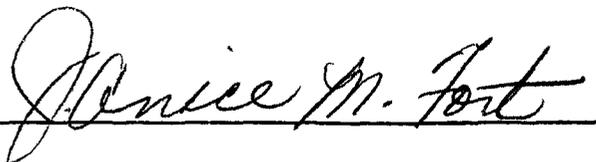


Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



DEC 8 1996 11:55 AM

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 11th day of October, 1996, is intended to evidence the Railroad Equipment Lease Agreement dated as of October 11, 1996 (the "Lease"), among **DJJ LEASING LTD.**, an Ohio limited liability company (the "Lessor"), **UNION PACIFIC RAILROAD COMPANY**, a Utah corporation (the "Lessee"), and **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation (the "Manager"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the one hundred (100) railcars described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

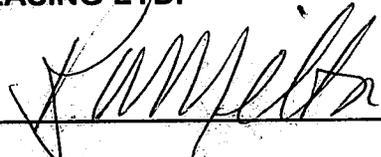
IN WITNESS WHEREOF, Lessor, Lessee and Manager, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

LESSEE:

DJJ LEASING LTD.

UNION PACIFIC RAILROAD COMPANY

By: 

By: 

Name: Kenneth W. Miller, Jr.

Name: Charles R. Eisele

Title: Vice President

Title: Vice President-Purchasing

Date: October 11, 1996

Date: 10/22/96

MANAGER:

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: James H. Goetz

Title: Vice President

Date: October 11, 1996

5TB COPY

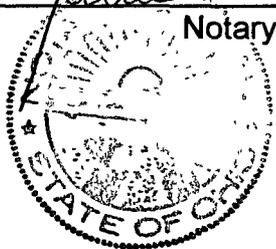
STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by Kenneth W. Miller, Jr., the Vice President of DJJ Leasing Ltd, an Ohio limited liability company.

Julia R. Jones

Notary Public

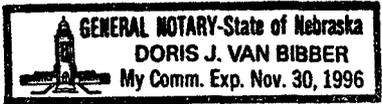


JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF Nebraska)
)
COUNTY OF Douglas)

SS:

The foregoing instrument was acknowledged before me this 22nd day of October 1996, by Charles R. Ersiele, the VP-Purchasing of Union Pacific Railroad Company, a Utah corporation, on behalf of the corporation



Doris J. Van Bibber

Notary Public

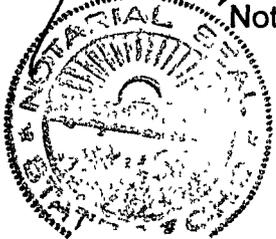
STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 11th day of October, 1996, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc , a Delaware corporation.

Julia R. Jones

Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

EXHIBIT A

To the Memorandum of Lease dated October 11, 1996, among DJJ Leasing Ltd., Union Pacific Railroad Company and DJJ Transportation Services, Inc.

DESCRIPTION OF UNITS

One hundred (100) railcars bearing reporting marks as follows:

CHTT 286000 - CHTT 286099, INCLUSIVE